



Davis Wright Tremaine LLP

ANCHORAGE BELLEVUE HONOLULU LOS ANGELES NEW YORK PORTLAND SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, D.C.

JAMES S. BLITZ
Direct (202) 508-6603
jimblitz@dwt.com

SUITE 450
1500 K STREET, NW
WASHINGTON, D.C. 20005-1272

TEL (202) 508-6600
FAX (202) 508-6699
www.dwt.com

December 14, 2001

Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
TW-A325
445 12th Street, N.W.
Washington, DC 20554

Re: CC Docket No. 00-257

Dear Ms. Salas:

Pursuant to Section 64.1120(e) of the Commission's Rules, 47 C.F.R. § 64.1120(e), XO Communications of Washington, Inc. herein notifies the Commission of its planned acquisition of another telecommunications carrier's subscribers. As required by that rule section, the following information is provided:

- a. Parties to the transaction: Avista Communications of Washington, Inc. (Transferor); XO Communications of Washington, Inc. (Transferee). Both Avista Communications of Washington, Inc. and XO Communications of Washington, Inc. are registered carriers in the State of Washington, where they are each classified as both interexchange and local exchange carriers.
- b. Types of telecommunications services provided to affected subscribers: local, intraLATA and interLATA toll services
- c. Dated of expected transfer of subscribers: January 13, 2002

Attached hereto is a certification of XO Washington, Inc. attesting to its compliance with Section 64.1120(e)(3) of the Rules, 47 C.F.R. § 64.1120(e)(3). A copy of the notices that XO has sent to the affected subscribers is provided as Exhibit A hereto.



Ms. Magalie Roman Salas, Secretary
December 14, 2001
Page 2

Should any questions arise in connection with this matter, please communicate with the undersigned counsel to XO Washington, Inc.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in dark ink, appearing to read 'James S. Blitz', is written over the printed name. The signature is fluid and cursive, with a long horizontal stroke extending to the right.

James S. Blitz

Attachments

(Exhibit A)



XO Washington, Inc.
1330 North Washington Street, Suite 5000
Spokane, WA 99201



Avista Communications of Washington, Inc.
422 West Riverside, Suite 808
Spokane, WA 99201

(Customer Name)
(Address)

Dear Valued Customer:

Avista Communications of Washington, Inc. (Avista) and XO Washington, Inc. (XO) both operate in the Spokane area and provide competitive telecommunications and Internet alternatives to Qwest Communications, Inc. For some time now, our two companies have been talking about the similarities in our operations and the synergies available with combining our operations, particularly in a constrained capital market that makes expansion of Avista Communications' serving footprint difficult.

In response to those synergies and financial market conditions, XO and Avista have entered into an agreement whereby Avista will transfer to XO, customers currently served by Avista in Spokane, Washington. As set forth below, XO will replace Avista as your local telecommunications service provider within 60 days of the date of this letter.

This change will not affect or in any way disrupt your current service. XO will be responsible for any carrier change charges associated with your transfer to XO so that no charges or fees will be imposed. In addition, the rates, terms and conditions for your service will remain the same for at least 90 days and perhaps longer. You are not required to do anything to continue to receive the superior service and quality you have come to expect. XO and Avista will work closely to make this transition a seamless process.

You do have the right to select a different carrier for the telecommunications services currently provided to you by Avista if such alternative carrier is available. However, if you are currently under a term contract with Avista for telecommunications services and select an alternative carrier for such services prior to expiration of the term contract, you may be subject to termination penalties. Even if you have arranged for a preferred carrier freeze on the services currently provided by Avista, your account will be transferred to XO unless you select a different carrier for such services before transfer of your account to XO. All existing preferred carrier freezes on services currently provided to you by Avista will be lifted. Whether your account is transferred to XO or you choose an alternative carrier for the services currently provided to you by Avista, you will need to contact your new local service provider to arrange for a new freeze.

As we transition your services to XO's network and customer support over the next several months, XO is confident you will be pleased with its local customer service and competitive rates. Over the next several months, the transition of customer service will be completed. We will keep you informed at each step in the transition process. In the meantime until transfer of your service to XO is complete, please continue to contact the local Avista telephone numbers at (509) 688-4000 in Spokane from 8:00 a.m. to 5:00 p.m. for repair service, billing questions, account information, order status, changes to your current service, or other customer service issues.

XO is confident that you will be delighted with our service as we are in having you as our customer as we know you have a choice of telecommunications service providers. XO's toll free customer service number should you need to contact us is **(888) 925-0885**.

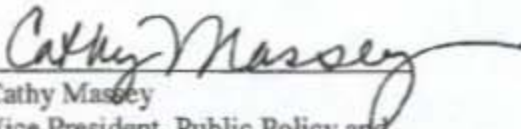
CERTIFICATION OF XO COMMUNICATIONS OF WASHINGTON, INC.

XO Communications of Washington, Inc. hereby certifies its compliance with the requirement to provide advance subscriber notice in accordance with Section 64.1120(e)(3) of the Commission's Rules, 47 C.F.R. § 64.1120(e)(3), with the obligations specified in that subscriber notice, and with other statutory and Commission requirements that apply to this streamlined process.

XO COMMUNICATIONS OF
WASHINGTON, INC.

Dated: December 14, 2001

By:


Cathy Massey
Vice President, Public Policy and
Assistant General Counsel